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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 19-22312 (RDD)
)	
Debtors.)	(Jointly Administered)
)	
WINDSTREAM HOLDINGS, INC. <i>et al.</i> ,)	
)	
Plaintiffs,)	Adv. Pro. No. 19-08246
vs.)	
CHARTER COMMUNICATIONS, INC. and)	
CHARTER COMMUNICATIONS)	
OPERATING, LLC,)	
)	
Defendants.)	

¹ The last four digits of Debtor Windstream Holdings, Inc.'s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors' service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

AMENDED² AGENDA FOR MAY 14, 2019 HEARING

Time and Date of Hearing: May 14, 2019, at 10:00 a.m. (prevailing Eastern Time)

Location of Hearing: The Honorable Judge Robert D. Drain
United States Bankruptcy Court for the Southern District of New York
300 Quarropas Street
White Plains, New York 10601

Copies of Motions: A copy of each pleading can be viewed on the Court's website at <http://www.nysb.uscourts.gov> and the website of the Debtors' proposed notice and claims agent, Kurtzman Carson Consultants LLC, at <http://www.kccllc.net/windstream>. Further information may be obtained via email at WindstreamInfo@kccllc.com, or by calling toll free at 877-759-8815, or internationally at 424-236-7262.

I. CONTESTED MATTERS GOING FORWARD

1. ***KERP Motion***. Debtors' Motion for Entry of an Order Approving the Debtors' Key Employee Retention Plan [Docket No. 404].

Objection Deadline: May 7, 2019, at 4:00 p.m. (prevailing Eastern Time), extended to May 9, 2019, at 4:00 p.m. for the Committee and certain of the Debtors' lenders.

Responses Received:

- A. Objection of the United States Trustee to Motion for Entry of an Order Approving the Debtors' Key Employee Retention Plan [Docket No. 474]
- B. The Debtors have received informal responses from certain parties in interest and the creditors' committee, which responses have been addressed by modifications to the proposed form of order filed contemporaneously herewith.

Related Documents:

- C. Declaration of Zachary P. Georgeson in Support of Debtors' Motion for Entry of an Order Approving Debtors' Key Employee Incentive Plan and Debtors' Motion for Entry of an Order Approving the Debtors' Key Employee Retention Plan [Docket No. 406]
- D. Declaration of Drew Smith in Support of Debtors' Motion for Entry of an Order Approving Debtors' Key Employee Incentive Plan and

² Amended items are noted in bold.

Debtors' Motion for Entry of an Order Approving the Debtors' Key Employee Retention Plan [Docket No. 407]

- E. **Debtors' Reply in Support of the Debtors' Motion for Entry of an Order Approving Debtors' Key Employee Incentive Plan and Debtors' Motion for Entry of an Order Approving the Debtors' Key Employee Retention Plan [Docket No. 512]**
- F. **Supplemental Declaration of Drew Smith in Support of Debtors' Motion for Entry of an Order Approving Debtors' Key Employee Incentive Plan and Debtors' Motion for Entry of an Order Approving the Debtors' Key Employee Retention Plan [Docket No. 513]**

Status: This matter is going forward on a contested basis.

- 2. ***KEIP Motion.*** Debtors' Motion for Entry of an Order Approving the Debtors' Key Employee Incentive Plan [Docket No. 405].

Objection Deadline: May 7, 2019, at 4:00 p.m. (prevailing Eastern Time), extended to May 9, 2019, at 4:00 p.m. for the Committee and certain of the Debtors' lenders.

Responses Received:

- A. Objection of the United States Trustee to Motion for Entry of an Order Approving the Debtors' Key Employee Incentive Plan [Docket No. 475]
- B. The Debtors have received informal responses from certain parties in interest and the creditors' committee, which responses have been addressed by modifications to the proposed form of order filed contemporaneously herewith.

Related Documents:

- C. Declaration of Zachary P. Georgeson in Support of Debtors' Motion for Entry of an Order Approving Debtors' Key Employee Incentive Plan and Debtors' Motion for Entry of an Order Approving the Debtors' Key Employee Retention Plan [Docket No. 406]
- D. Declaration of Drew Smith in Support of Debtors' Motion for Entry of an Order Approving Debtors' Key Employee Incentive Plan and Debtors' Motion for Entry of an Order Approving the Debtors' Key Employee Retention Plan [Docket No. 407]
- E. **Debtors' Reply in Support of the Debtors' Motion for Entry of an Order Approving Debtors' Key Employee Incentive Plan and Debtors' Motion for Entry of an Order Approving the Debtors' Key Employee Retention Plan [Docket No. 512]**

- F. **Supplemental Declaration of Drew Smith in Support of Debtors' Motion for Entry of an Order Approving Debtors' Key Employee Incentive Plan and Debtors' Motion for Entry of an Order Approving the Debtors' Key Employee Retention Plan [Docket No. 513]**
- G. **Notice of Filing of Revised Proposed Order Approving Debtors' Key Employee Incentive Plan [Docket No. 514]**

Status: This matter is going forward on a contested basis.

- 3. ***Motion for Relief from Stay.*** Motion to Lift Relief of Stay of Pending Civil Actions Claim Against Windstream Services LLC Filed By Tyler Kieron Williams Sr. [Docket No. 214].

Objection Deadline: May 10, 2019, at 4:00 p.m. (prevailing Eastern Time).

Responses Received:

- A. Debtors' Objection to Motion to Lift Stay of Pending Civil Action Against Windstream Services LLC [Docket No. 501]

Related Documents: None.

Status: This matter is going forward on a contested basis.

II. UNCONTESTED MATTERS GOING FORWARD

- 4. ***Removal Deadline Extension Motion.*** Debtors' Motion Extending the Time to File Notices of Removal of Civil Actions [Docket No. 398].

Objection Deadline: May 7, 2019, at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents: None.

Status: This matter is going forward on an uncontested basis.

- 5. ***Motion for Relief from Stay.*** Bobbie S. Tindle's Motion Pursuant to 11 U.S.C § 362(d) to Modify the Automatic Stay Imposed by 11 U.S.C § 362(a) [Docket No. 402].

Objection Deadline: May 10, 2019, at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents:

- A. Amended Memorandum of Law in Support of Motion for Relief

from Stay [Docket No. 411]

- B. Notice of Hearing on Bobbie S. Tindle's Motion to Modify the Automatic Stay [Docket No. 412]
- C. Notice of Presentment of Joint Stipulation and Agreed Order Regarding Bobbie S. Tindle's Motion Pursuant to 11 U.S.C § 362(d) to Modify the Automatic Stay Imposed by 11 U.S.C § 362(a) [Docket No. 503]

Status: This matter is going forward to present the joint stipulation and agreed order.

III. MATTER SCHEDULED FOR PRESENTMENT

6. ***Bar Date Motion.*** Debtors' Motion (I) Setting Bar Dates for Submitting Proof of Claim, (II) Approving Procedures for Submitting Proofs of Claim, and (III) Approving Notice Thereof [Docket No. 399].

Objection Deadline: May 7, 2019, at 4:00 p.m. (prevailing Eastern Time).

Responses Received:

- A. The Debtors have received informal responses from certain parties in interest and the creditors' committee, which responses have been addressed by modifications to the proposed form of order filed contemporaneously herewith.

Related Documents:

- B. Notice of Filing of Amended Exhibit to Debtors' Motion (I) Setting Bar Dates for Submitting Proof of Claim, (II) Approving Procedures for Submitting Proofs of Claim, and (III) Approving Notice Thereof [Docket No. 437]
- C. **Certificate of No Objection Regarding Debtors' Motion (I) Setting Bar Dates for Submitting Proof of Claim, (II) Approving Procedures for Submitting Proofs of Claim, and (III) Approving Notice Thereof [Docket No. 511]**

Status: Unless entered in advance of the hearing, this matter is going forward on an uncontested basis.

IV. CREDITORS' COMMITTEE RETENTION APPLICATIONS

7. ***Morrison & Forester LLP Retention Application.*** Application to Employ Morrison & Foerster LLP as Official Committee of Unsecured Creditors *Nunc Pro Tunc* to March 12, 2019 [Docket No. 440].

Objection Deadline: May 10, 2019, at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents:

- A. **Certificate of No Objection Regarding Application to Employ Morrison & Foerster LLP as Official Committee of Unsecured Creditors *Nunc Pro Tunc* to March 12, 2019 [Docket No. 508]**

Status: This matter is going forward.

- 8. ***Perella Weinberg Partners LP Retention Application.*** Application for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to March 18, 2019 [Docket No. 441].

Objection Deadline: May 10, 2019, at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents:

- A. **Certificate of No Objection Regarding Application for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to March 18, 2019 [Docket No. 510]**

Status: This matter is going forward.

- 9. ***AlixPartners LLP Retention Application.*** Application of the Official Committee of Unsecured Creditors of Windstream Holdings, Inc. *et al.*, Authorizing the Employment and Retention of AlixPartners, LLP as its Financial Advisor *Nunc Pro Tunc* to March 12, 2019 [Docket No. 442].

Objection Deadline: May 10, 2019, at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents:

- A. **Certificate of No Objection Regarding Application of the Official Committee of Unsecured Creditors of Windstream Holdings, Inc. *et al.*, Authorizing the Employment and Retention of AlixPartners, LLP as its Financial Advisor *Nunc Pro Tunc* to March 12, 2019 [Docket No. 509]**

Status: This matter is going forward.

V. ADJOURNED MATTER

10. ***Automatic Stay Enforcement Motion.*** Debtors' Motion to Enforce the Automatic Stay [Docket No. 447].

Objection Deadline: May 11, 2019, at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents:

- A. Notice of Adjournment of Hearing on Debtors' Motion to Enforce the Automatic Stay [Docket No. 495]

Status: This matter is adjourned to June 17, 2019.

VI. MATTERS TO BE HEARD IN ADVERSARY CASE NO. 19-08246

11. ***Motion to File Under Seal (Debtors' Memorandum).*** Debtors' Motion for Leave to (I) File Under Seal Portions of (A) Debtors' Memorandum of Law in Support of Preliminary Injunction Against Charter Communications, Inc. and Charter Communications Operating, LLC and (B) Declaration of Tami Sims in Support and (II) File Conditionally Under Seal Documents Designated by Charter [Adv. Docket No. 38].

Objection Deadline: May 13, 2019 at 4:00 p.m. (prevailing Eastern Time)

Responses Received: None.

Related Documents:

- A. Debtors' Memorandum of Law in Support of a Preliminary Injunction Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 35]
- B. Declaration of Tami Sims in Support of Debtors' Motion for Preliminary Injunction [Adv. Docket No. 36]
- C. Declaration of Shaya Rochester in Support of Debtors' Motion for Preliminary Injunction [Adv. Docket No. 37]
- D. Notice of Hearing on Debtors' Motion for Leave to (I) File Under Seal Portions of (A) Debtors' Memorandum of Law in Support of Preliminary Injunction Against Charter Communications, Inc. and Charter Communications Operating, LLC and (B) Declaration of Tami Sims in Support and (II) File Conditionally Under Seal Documents Designated by Charter [Adv. Docket No. 39]

Status: The hearing on this matter is going forward.

12. ***Motion to File Under Seal (Charter's Response)***. Charter Communications, Inc. and Charter Communications Operating, LLC's Motion to Seal Documents Filed with the Response to Order to Show Cause [Adv. Docket No. 45].

Objection Deadline: May 13, 2019 at 4:00 p.m. (prevailing Eastern Time)

Responses Received: None.

Related Documents:

- A. Charter Communications, Inc. and Charter Communications Operating, LLC's Response to Order to Show Cause [Adv. Docket No. 40]
- B. Declaration of Brian Hockett in Support of Charter's Response to Order to Show Cause [Adv. Docket No. 44]
- C. Notice of Hearing on Charter Communications, Inc. and Charter Communications Operating, LLC's Motion to Seal Documents Filed with the Response to Order to Show Cause [Adv. Docket No. 46]

Status: The hearing on this matter is going forward.

13. ***Motion to File Under Seal (Debtors' Reply)***. Debtors' Motion for Leave to File Under Seal Portions of (a) Exhibits Attached to the Declaration of Brian Hockett in Support of Charter's Response to Order to Show Cause, (b) the Debtors' Reply in Support of a Preliminary Injunction Against Charter Communications, Inc. and Charter Communications Operating, LLC and (c) Declarations of Timothy Wyatt and Shonne Bandy in Support of Debtors' Reply [Adv. Docket No. 53].

Objection Deadline: May 13, 2019 at 4:00 p.m. (prevailing Eastern Time)

Responses Received: None.

Related Documents:

- A. Declaration of Brian Hockett in Support of Charter's Response to Order to Show Cause [Adv. Docket No. 44]
- B. Debtors' Reply in Support of a Preliminary Injunction Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 47]
- C. Declaration of Timothy Wyatt in Support of Debtors' Reply in Support of Motion for Preliminary Injunction and Other Equitable Relief Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 50]
- D. Declaration of Shonne Bandy in Support of Debtors' Reply in

Support of Motion for Preliminary Injunction and Other Equitable Relief Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 51]

- E. Notice of Hearing on Debtors' Motion for Leave to File Under Seal Portions of (a) Exhibits Attached to the Declaration of Brian Hockett in Support of Charter's Response to Order to Show Cause, (b) the Debtors' Reply in Support of a Preliminary Injunction Against Charter Communications, Inc. and Charter Communications Operating, LLC and (c) Declarations of Timothy Wyatt and Shonne Bandy in Support of Debtors' Reply [Adv. Docket No. 54]

Status: The hearing on this matter is going forward.

- 14. ***Motion for Preliminary Injunction.*** Debtors' Motion for a Temporary Restraining Order, Preliminary Injunction and Other Equitable Relief Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 2].

Objection Deadline: May 8, 2019 at 4:00 p.m. (prevailing Eastern Time)

Responses Received:

- A. Charter Communications, Inc. and Charter Communications Operating, LLC's Response to Order to Show Cause [Adv. Docket No. 40]

Related Documents:

- B. Adversary Proceeding Complaint [Adv. Docket No. 1]
- C. Affidavit of Lewis Langston In Support of Debtors' Motion for a Temporary Restraining Order, Preliminary Injunction and Other Equitable Relief Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 3]
- D. Summons and Notice of Pretrial Conference [Adv. Docket No. 5]
- E. Supplemental Declaration of Lewis Langston In Support of Debtors' Motion for a Temporary Restraining Order, Preliminary Injunction and Other Equitable Relief Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 8]
- F. Charter Communications, Inc. and Charter Communications Operating, LLC's Opposition to Debtors' Motion for Temporary Restraining Order [Adv. Docket No. 12]
- F. Debtors' Reply in Support of their Motion for Temporary Restraining Order, Preliminary Injunction and Other Equitable Relief [Adv. Docket No. 17]
- G. Joinder of the Official Committee of Unsecured Creditors to

Debtors' Motion for Temporary Restraining Order, Preliminary Injunction and Other Equitable Relief [Adv. Docket No. 18]

- H. Temporary Restraining Order Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 25]
- I. Show Cause Order Setting a Hearing with Respect to Debtors' Motion for Preliminary Injunction and Other Equitable Relief Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 31]
- J. Debtors' Memorandum of Law in Support of a Preliminary Injunction Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 35]
- K. Declaration of Tami Sims in Support of Debtors' Motion for Preliminary Injunction [Adv. Docket No. 36]
- L. Declaration of Shaya Rochester in Support of Debtors' Motion for Preliminary Injunction [Adv. Docket No. 37]
- M. Charter Communications, Inc. and Charter Communications Operating, LLC's Answer to Windstream Holdings, Inc.'s Complaint [Adv. Docket No. 41]
- N. Charter Communications, Inc. and Charter Communications Operating, LLC's Corporate Disclosure [Adv. Docket No. 42]
- O. Declaration of Brian Hockett in Support of Charter's Response to Order to Show Cause [Adv. Docket No. 44]
- P. Debtors' Reply in Support of a Preliminary Injunction Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 47]
- Q. Joinder of Proposed Intervenor of the Official Committee of Unsecured Creditors to Debtors' Motion for a Preliminary Injunction Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 48]
- R. Supplemental Declaration of Tami Sims in Support of the Debtors' Motion for Preliminary Injunction [Adv. Docket No. 49]
- S. Declaration of Timothy Wyatt in Support of Debtors' Reply in Support of Motion for Preliminary Injunction and Other Equitable Relief Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 50]
- T. Declaration of Shonne Bandy in Support of Debtors' Reply in Support of Motion for Preliminary Injunction and Other Equitable Relief Against Charter Communications, Inc. and Charter

Communications Operating, LLC [Adv. Docket No. 51]

- U. Notice of Filing of Revised Preliminary Injunction Order Against Charter Communications, Inc. and Charter Communications Operating, LLC [Adv. Docket No. 52]
- V. Debtors' Motion for Leave to File Under Seal Portions of (a) Exhibits Attached to the Declaration of Brian Hockett in Support of Charter's Response to Order to Show Cause, (b) the Debtors' Reply in Support of a Preliminary Injunction Against Charter Communications, Inc. and Charter Communications Operating, LLC and (c) Declarations of Timothy Wyatt and Shonne Bandy in Support of Debtors' Reply [Adv. Docket No. 53]
- W. Notice of Hearing on Debtors' Motion for Leave to File Under Seal Portions of (a) Exhibits Attached to the Declaration of Brian Hockett in Support of Charter's Response to Order to Show Cause, (b) the Debtors' Reply in Support of a Preliminary Injunction Against Charter Communications, Inc. and Charter Communications Operating, LLC and (c) Declarations of Timothy Wyatt and Shonne Bandy in Support of Debtors' Reply [Adv. Docket No. 54]

Status: This matter is going forward on a contested basis.

Dated: May 13, 2019
New York, New York

/s/ Stephen E. Hessler

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